



***Malcolm & Ardoch Landowners Association (MALA)***

***Township of North Frontenac, Ontario Canada***

**Bylaws**

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## **1. Bylaws**

These bylaws are to be used to ensure the adequate governance of the Malcolm & Ardoch Landowners Association, hereby known as the Association, in the best interests of its membership.

## **2. Definitions**

<b>AGM</b>	<b>Annual General Meeting</b>
<b>Committees</b>	Volunteers working on key programs under the direction of the Officers
<b>Landowner</b>	Any landowner in and around Malcolm and Ardoch lakes within 1 km of either lake shore
<b>MALA</b>	Malcolm & Ardoch Landowners Association
<b>Member</b>	Property owners as per section 5
<b>Associate Member</b>	Non Residents of Malcolm Lake and Ardoch Lakes

## **3. Amendments**

The bylaws of the Association may be amended on Notice of Motion presented at a regular meeting of the Association by an affirmative vote of two-thirds of the voting members present at such meeting, provided that a copy of the Notice of Motion had been received by the Secretary at least two days before the vote on the motion.

## **4. Purpose and Scope**

The purpose of this not for profit Association shall be to deal with matters of interest and concern to the property owners on Malcolm and Ardoch Lakes Our objective is to promote a conservation friendly environment that ensures we enjoy the qualities of our lake and surrounding environment for both the present and future for all Malcolm and Ardoch Lake property owners.

The scope of the activities of the Association will be limited to Malcolm and Ardoch Lake itself, the waterfront and surrounding properties of its members and any activities that impact both Lakes and/or the properties surrounding the lakes.

## **5. Membership**

The membership of the Association will consist of the following classifications:

### **a) Member**

Any landowner who pays the annual membership fees to the Association. Only those members of a landowner family, who are 18 years of age or over, and families who have paid the required annual membership fees will be considered “members in good standing” and be entitled to vote at any meeting of the Association and run for the Executive.

## **b) Associate Member**

Any non resident of Malcolm and Ardoch Lakes as defined in the definitions section, who pays the agreed upon associate membership fee for that year. Associate Members are non voting members. Associate members cannot run for Officer's positions.

Membership in the Association will lapse on May 31 of each year, and will be re-instated by payment of the upcoming year's membership fees. The fees for membership in the Association shall be as approved from time to time by the members if and when it is in excess of \$10 as per Section 16.

## **6. Executive**

The MALA executive is comprised of the Officers and the Directors of the Committees.

## **7. Officers**

Officers include;

- President
- Vice President
- Treasurer
- Secretary

The Officers of the Association shall elected by a majority vote of the voting members present at the Annual General Meeting to be held in June of each year. The President, Vice President, Treasurer and Secretary's positions are up for two (2) year terms and are up for election on alternate years. For example one year it is the President and Secretary up for election and the following year it is the Vice President and Treasurer. The incumbents are permitted to run for office again at that time. Officers will hold their positions until their successors are elected. They will be elected by a show of hands, or if requested, by secret ballot.

If a vacancy occurs in any officer position for any reason, a member of the Association shall be elected by the remaining Officers to fill the vacancy, and the member so elected shall hold office for the remainder of the term of his/her predecessor. In the case of a tie vote of the Officers, the decision will be made by simple majority vote of the membership.

The outgoing President will act as an advisor for one year after serving as the MALA President. This position is provided to ensure continuity and to assist the new President as required.

## **a) Protection of Officers**

Every Officer of the Association and his and her heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and held harmless out of the funds of the Association from and against:

- a) All costs, charges and expenses whatsoever that such Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or

her in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and

- b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his, or he, own wilful neglect or default.

Every Officer will be covered by Liability Insurance as offered through the FOCA.

## **a) Responsibilities of the Officers**

### **President**

The President shall chair all business meetings of the Association and shall call special meetings at the request of the majority of the Officers, or when he/she deems it necessary to do so. The President may appoint another member of the Association to chair a business meeting if it is reasonable and/or desirable to do so according to the bylaws. The President is also responsible for;

- a) Being an Ex-Officio member of all committees,
- b) Be the final recipient and keeper of all correspondence,
- c) Maintain a copy of all bylaws and special resolutions available at all times,
- d) Identify and appoint the financial auditors of the completed fiscal year.

### **Vice-President**

The Vice-President shall take the place of the President if the President is unable to attend any meeting that the President would normally attend, or cannot fulfil their term for any reason. The Vice President is primarily responsible for:

- a) Primary contact related to FOCA,
- b) Ensure adequate insurance coverage for the Association and for the Officers,
- c) Maintain a copy of the Membership Register.

### **Treasurer**

The Treasurer shall:

- a) Collect and receive all monies due and owing the Association,
- b) Deposit the funds of the Association in a chartered bank or other deposit taking institution approved by the Officers of the Association,
- c) Make payment out of Association funds by way of cheques or money orders drawn up by himself/herself,
- d) Maintain books of accounts showing all receipts and expenditures,

- e) Invest any surplus funds as instructed by the Officers,
- f) Present an annual budget at the first general meeting of each year.

### **Secretary**

The Secretary shall:

- a) Maintain a record of the proceedings of each Officer and general meeting of the Association and record the names of the members and guests who attend each meeting,
- b) Issue minutes of such meetings within 2 weeks of the meeting that has taken place,
- c) Responsible for Communications and will publish member information updates as required and a quarterly Newsletter.

## **8. Directors of Committees**

Directors of committees are responsible for managing the committee members and the activities related to the mandate of that Committee. The Directors are responsible for providing a budget and minutes to the Officers in April of each calendar year to allow for input into the annual budgeting process.

Committees may be appointed by the President or established by majority vote of the voting members present at a regular business meeting of the Association.

All committees will be managed by a Director for that committee.

The following are the committees that have been established to address the needs of the membership.

## **9. Committees**

The committees are in place to support the initiatives of the Association as a whole. Committee Director's positions are not elected positions but rather voluntary positions. A committee Director can be for any length of time but requested to provide a minimum of two years service in this position. A change in Directors needs the input and approval of the President of MALA.

### **a) Lake Stewardship**

The lake Stewardship committee will be responsible for developing and maintaining a lake plan that includes both of the lakes governed under the bylaws of this Association. This committee will be responsible for interfacing with other committee members, and external stakeholders during the development and maintenance of the Lake Plan. The purpose of this committee will be to identify the current lake capacity and ensure future development is compliant with the lake plan requirements and the lake capacity. Some of the key areas of responsibility will include.

- Monitoring and reporting the water quality for waters flowing into and out of Malcolm and Ardoch Lakes as well as for the lakes themselves.
- Monitoring and reporting the water quality for standing water in close proximity of the Ardoch dump.

- Ensuring educational material and/or signs are available at the boat launch for those who use the public access.
- Shoreline management related to monitoring, reporting and education.
- Monitoring, protection and enhancement of the area fish, wildlife and vegetation. This responsibility includes ensuring the fish and wildlife habitat is monitored and protected as required.

#### **b) Fish Management**

The Fish Management Committee has been established to address the issues of fish management and in particular the walleye population. The fish management committee has been established to review and enhance the fish habitat, monitor and report on the walleye population. The Fish Management Committee will work with Ministry of Natural Resources (MNR) to act as a volunteer group for the MNR and to request MNR assistance as required.

#### **c) Social Committee**

The Social Committee is responsible for identifying, planning and the running of social events during the course of the year primarily in summer months when most members are at the lakes. The purpose is to engage the membership and to promote fun activities. Fund raising can also be promoted at these events

## **10. Fund Raising**

All committees are encouraged to raise funds for the association and for special projects. All fund raising and events are to be held under the MALA name to ensure coverage related to insurance. All activities will need to be approved by the Officers prior to implementation to ensure they meet insurance, membership and legal requirements.

Special projects are projects that have been presented to the Officers and approved by the Officers. For special projects the monies accrued to support these special projects will be allocated to the project in the MALA financial statements.

All funds raised will be sent to the Treasurer within one week of completion of the fund raising activity. The petty cash to cover administrative expenses, if required, will be a maximum of \$100 for each committee.

All fund raising activities will provide a full report of income, disbursements and inventory to the MALA Treasurer and the Treasurer will maintain appropriate accounts and report the allocation of committee funds in the financial statements. All entries need to be supported with records to support those entries such as invoices and receipts. All financial reports will use the following reporting format.

1. Date of event or activity
2. Listing of committee members and their role
3. Income Summary
4. Expenses Summary
5. Balance
6. Inventory items

## **11. Insurance Coverage**

All MALA related activities and events are covered by the MALA Liability Insurance except for the following exclusions.

1. Motorized Watercraft Racing,
2. White Water Rafting, White Water Kayaking and White Water Canoeing,
3. Wakeboarding, Waterskiing and Parasailing.

## **12. Official Year End Audits**

The Fiscal Year of the Association shall be from June 1<sup>st</sup> to May 31<sup>st</sup>.

Two auditors will be appointed at the first meeting in each year by the President and as agreed upon by the members in attendance. The auditors do not need to be accountants or have an auditor designation and will serve for the next year. Their responsibility will be to audit the year end financial records to ensure the financial records are in order and provide a report to the President to communicate to the membership at the 1<sup>st</sup> General meeting of the new fiscal year. In the event any audits reveal potential abnormalities then a certified auditor will be retained to audit the records.

## **13. Quorum**

Two members of the Officers plus any three members of the membership must be at a general business meeting to constitute a quorum.

## **14. Meetings**

An annual Association membership meeting, shall be held a minimum of once per year as a minimum in June/July timeframe.

Notice of special meetings other than above shall be given two (2) weeks in advance. The President may call a special meeting at any time or when a petition of ten or more landowners, who are members in good standing, require a special meeting to be held. In the case of a petition a meeting must be convened within 30 days.

Officer and Committee meetings may be held at the same time so long as the minutes show that the meeting is a joint meeting.

During the June/July Association meeting, elections for expired Officer's positions will be conducted.

Between meetings, the general management and control of the affairs, funds and property of the Association shall be vested in the elected Officers of the Association, subject to the bylaws and decisions taken by the majority vote of the members present at a business meeting.

## **15. Voting**

Each Landowner family has the right to one (1) vote to represent the Landowners family. A voter is defined as a family member, who is 18 years of age or over, and is a residing family member of the family who has an up to date status as an MALA member.

Any major decisions that are required at a meeting of the members shall be decided by a show of hands. Upon a show of hands each representative family member, who is present and entitled to vote, shall have one vote. Whenever a vote by show of hands has been taken, a declaration by the chair of the meeting that the vote on the question has been carried or not carried and an entry to that effect in the minutes of the meeting shall be evidence of the fact without proof of the number or proportion of the votes cast. The result of the vote so taken shall be the decision of the members upon the said question.

Some decisions may be a secret ballot versus a show of hands. A secret ballot can be requested by the members, or be directed by the President. All elections for Officers and Committee Directors will be conducted using a secret ballot.

## **16. Fees**

Annual membership fees will be set by the decision of the majority vote of the Officers. Any membership increases larger than \$10 will require a vote by the members present at the Annual General Meeting (AGM). Each AGM will be preceded with membership signup for ½ hour before the start of the AGM.

## **17. Order of Business**

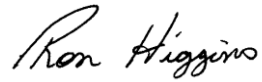
The following minimum Order of Business shall govern all AGM of the Association.

- a) Call to Order and recording of those Officers in attendance
- b) Approval of the minutes of the previous meeting
- c) Reading of any correspondence
- d) Introduction of visitors and their presentation
- e) Officer's Reports
- f) Committee reports
- g) New business
- h) Determination of next meeting
- i) Adjournment

## 18. Approval

These By Laws have been submitted for and approved by the membership and passed by the Officers on June 11<sup>th</sup> 2011.

Signed;



President



Vice President

## 19. Revision History

Date	Reason	Revised by
June 2011	Add Lake Stewardship to list of Committees Remove publications committee and have newsletter come under the Secretaries duties. General editing and updating.	Ron Higgins
January 25'th 2010	Based on a special request to amend the name of the Association in a membership survey we have changed the Association name from Malcolm Lake Landowners Association (MLLA) to Malcolm & Ardoch Landowners Association (MALA). The membership survey of Dec. 2009 was unanimous in approval of the change and as such the executive is updating the bylaws accordingly.	Ron Higgins
August 23, 2009	Change Vice President standing position for three years to the Secretary Treasurer for three years standing for the first term  Change Secretary Treasurer to Treasurer Add A Secretary position to the Executive Removed Honorary membership Added details related to funding activities Included Ardoch Lake and Associate Members  Additional minor edits	Ron Higgins
July 14, 2008	Added a Social events section to allow explanation of Liability Insurance exclusions and minor edits/additions	Ron Higgins, Sandy Burgess
June 4, 2007	Officers review, update and approval	Ron Higgins, Sandy Burgess
May 19, 2007	Initial Release	Working Committee